

Amtrak

December 30, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

DEC 30 1991 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

DEC 30 1 00 PM '91
HOTOR GENERATING UNIT

Dear Mr. Strickland:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11301 of Title 49 of the United States Code. These documents are:

1. Lease of Railroad Equipment dated as of December 15, 1991, a primary document which includes the Lease Supplement No. 1 dated as of December 30, 1991. *17649*

2. Lessee Security Agreement (Mortgage) dated as of December 15, 1991 a primary document which includes the Lessee Security Agreement Supplement No. 1 dated as of December 30, 1991. *B*

3. Sublease of Railroad Equipment dated as of December 15, 1991, a primary document which includes the Sublease Supplement No. 1 dated as of December 30, 1991. *E*

4. Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of December 15, 1991, a primary document which includes the Indenture Supplement Nos. 1 and 2 dated as of December 30, 1991. *F*

5. FRA Subordinated Security Agreement dated as of December 15, 1991, a primary document. *I*

6. Cure Rights Agreement dated as of December 15, 1991, a primary document. *J*

Amtrak requests that all of the documents listed herein be filed under the same recordation number.

The parties to the above-listed documents include the following:

1, 2 and 3. The Lease of Railroad Equipment, the Lessee Security Agreement (Mortgage), Sublease of Railroad Equipment, and Supplements No. 1 thereto: Amtrak as, respectively, lessor, mortgagor, and sublessee; Ameritrust Company National Association ("Owner Trustee"), as, respectively, lessee, mortgagee, and sublessor.

4. The Trust Indenture and Supplement Nos. 1 and 2 thereto: Owner Trustee as mortgagor and State Street Bank and Trust Company of Connecticut, National Association ("Indenture Trustee") as mortgagee. Amtrak is a consenting party to the Trust Indenture.

5. The FRA Subordinated Security Agreement: Amtrak as mortgagor and the Federal Railroad Administrator as mortgagee.

6. The Cure Rights Agreement: Owner Trustee as sublessor and mortgagee, and Indenture Trustee as mortgagee.

The addresses of the parties are:

Ameritrust Company National Association
900 Euclid Avenue
Legal Department, P-13
Cleveland, Ohio 44101-1477

State Street Bank and Trust Company
of Connecticut, National Association
750 Main Street
Suite 1114
Hartford, Connecticut 06103

Federal Railroad Administrator
Federal Railroad Administration
400 Seventh Street, S.W.
Washington, D.C. 20590

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

The railway equipment covered by the primary documents listed above consists of up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

A fee of \$96 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short summaries of the documents to appear in the index follow:

1. Lease of Railroad Equipment between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and lessee and National Railroad Passenger Corporation, 60 Massachusetts Avenue,

N.E., Washington, D.C. 20002 ("Amtrak"), as lessor, dated December 15, 1991, and Supplement No. 1 thereto dated as of December 30, 1991. The Lease covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

2. Lessee Security Agreement (Mortgage) between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and mortgagee and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as mortgagor, dated as of December 15, 1991 and Supplement No. 1 thereto dated as of December 30, 1991. The Lessee Security Agreement (Mortgage) covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

3. Sublease of Railroad Equipment between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and sublessor and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as sublessee, dated as of December 15, 1991 and Supplement No. 1 thereto dated as of December 30, 1991. The Sublease covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

4. Trust Indenture and Security Agreement (Mortgage) between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and mortgagor, and State Street Bank and Trust Company of Connecticut, National Association, 750 Main Street, Suite 1114, Hartford, Connecticut 06103, as indenture trustee and mortgagee, dated as of December 15, 1991, and Supplement Nos. 1 and 2 dated as of December 30, 1991. The Trust Indenture covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing National Railroad Passenger Corporation ("Amtrak") road numbers 500 and 503 to 519, inclusive.

5. Subordinated Security Agreement between National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as mortgagor and the Federal Railroad Administrator, Federal Railroad Administration, 400 Seventh Street, S.W., Washington, D.C. 20590, as mortgagee, dated as of December 15, 1991 and covering up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

6. Cure Rights Agreement between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee, sublessor, and mortgagee, and State Street Bank and Trust Company of

Connecticut, National Association, 750 Main Street, Suite 1114, Hartford, Connecticut 06103 as indenture trustee and mortgagee, dated as of December 15, 1991, and covering up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing National Railroad Passenger Corporation ("Amtrak") road numbers 500 and 503 to 519, inclusive.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Judy Weisburgh".

Judy Weisburgh
Associate General Counsel

Enclosures

17649
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INTERSTATE COMMERCE COMMISSION

LESSEE SECURITY AGREEMENT SUPPLEMENT NO. 1

THIS LESSEE SECURITY AGREEMENT SUPPLEMENT NO. 1 dated as of December 30, 1991 between NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), and AMERITRUST COMPANY NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as Owner Trustee ("Owner Trustee").

W I T N E S S E T H :

1. Capitalized terms and phrases used and not otherwise defined herein shall for all purposes of this Lessee Security Agreement Supplement No. 1 have the respective meanings specified therefor in Annex A to that certain Sublease of Railroad Equipment dated as of December 15, 1991 between Amtrak and Owner Trustee, as originally executed or as modified, amended or supplemented in accordance with the applicable provisions thereof.

2. The rules of interpretation set forth in Section 2 of the Lessee Security Agreement are hereby incorporated herein by reference.

3. Amtrak and Owner Trustee have heretofore entered into the Lessee Security Agreement, which Lessee Security Agreement provides for the execution and delivery from time to time of Lessee Security Agreement Supplements substantially in the form hereof for the purpose of confirming or completing the description of the security interest in one or more Units created under the Lessee Security Agreement.

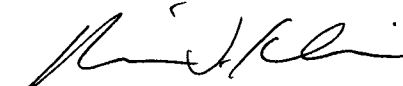
4. The Units covered by this Lessee Security Agreement Supplement are described in Schedule 1 attached hereto.

5. By the execution and delivery of this Lessee Security Agreement Supplement, Amtrak and Owner Trustee reaffirm all of the terms, provisions and conditions of the Lessee Security Agreement.

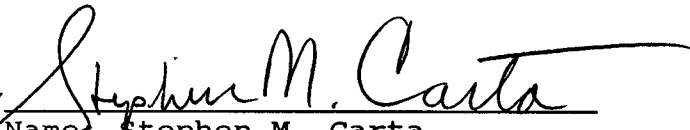
6. This Lessee Security Agreement Supplement may be executed in any number of counterparts and by the different parties hereto on separate counterparts (or upon separate signature pages bound together into one or more counterparts), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Lessee Security Agreement Supplement to be duly executed by their respective duly authorized officers as of the date first set forth above.

NATIONAL RAILROAD PASSENGER
CORPORATION

By 
Name: Richard I. Klein
Title: Treasurer

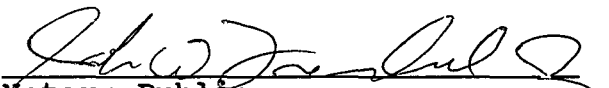
AMERITRUST COMPANY, NATIONAL
ASSOCIATION,
not in its individual capacity
but solely as Owner Trustee

By 
Name: Stephen M. Carta
Title: Assistant Secretary

[SIGNATURE PAGE]

DISTRICT OF)
COLUMBIA) SS.

On this 20TH day of December, 1991, before me personally appeared Richard I. Klein, to me personally known, who, being by me duly sworn, did say that he is a Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION and that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

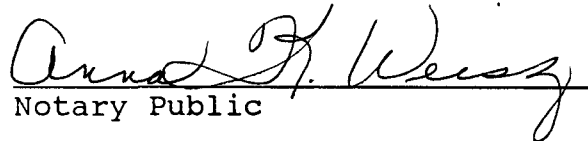

Notary Public

My commission expires

1-1-95

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 19th day of December, 1991 before me personally appeared Stephen M. Carta, to me personally known, who being by me duly sworn, says that he is the Assistant Secretary of AMERITRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, as Owner Trustee in said instrument, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.


Notary Public

My Commission Expires:

ANNA K. WEISZ
Notary Public, State of New York
No. 034211505
Qualified in Bronx County
Certificate Filed in New York
County Clerk's Office SEAL
Commission Expires November 30, 1993

SCHEDULE 1 TO
LESSEE SECURITY AGREEMENT SUPPLEMENT NO. 1

DESCRIPTION OF UNITS

EQUIPMENT

AMTRAK
EQUIPMENT
NUMBERS

GENERAL ELECTRIC DASH 8-32 BWH LOCOMOTIVES

500, AND
503 THROUGH
519 INCLUSIVE